

**OFFICE OF THE INDEPENDENT ADJUDICATOR FOR HIGHER EDUCATION  
BOARD OF DIRECTORS**

**Minutes of the 92<sup>nd</sup> meeting of held on 11 December 2025**

Present: Sim Scavazza (Chair), Adesewa Adebisi, Andrew Chandler, Wendy Finlay, Nicola Flint, Osama Khan, Martin Kirke, Rachael Langford, Jonathan Rees, Alex Stanley, Gwawr Taylor, Sophie Williams, and Shân Wareing.

Apologies: None.

Secretary: Adam Waddingham (Company Secretary), and Shazia Nawaz (Governance Officer).

In attendance: Ben Elger (Chief Executive), Helen Megarry (Independent Adjudicator), Dan Saward (Head of Digital Technology & Operational Services), and Gemma Duncan (Senior Assistant Adjudicator).

**25/44 Welcome, apologies and introductions (including closed business)**

The Chair welcomed members, attendees and observers to the meeting and welcomed Dan Saward and Gemma Duncan as staff observers.

**25/45 Declarations of interests**

There were no declarations of interests in relation to the matters for discussion at this meeting.

**25/46 Minutes of the previous meeting and matters arising**

The minutes of the 91st meeting of the Board held on 25 September 2025 (BD/91/M) were **APPROVED**.

The Board received a record of matters arising and the actions log update (BD/92/01) and **NOTED** that all actions were either completed, covered under other agenda items, an update had been provided, or were not yet due.

There were no further matters arising.

### **25/47 Report from Nominations and Governance Committee and related matters**

The Board received an update on the work of the Nominations and Governance Committee and received the unconfirmed minutes of the Committee meeting held in October 2025 (BD/92/02).

#### *Student-perspective Board appointments*

The Board considered the Committee's recommendation for the appointment of two student perspective Board members and **APPROVED** the appointment of Jesy Mamputu and Phil Kynaston.

The Board **NOTED** the Committee's positive reflections on the recruitment approach, including competency-based assessment and targeted outreach to support diversity, and the importance of collecting diversity data consistently for future recruitment.

#### *Conflicts of Interest policy*

The Board considered the revised *Management of Conflicts of Interest* policy. The Board welcomed the move to a clearer, principles-based approach and discussed practical application, including conflicts arising through relationships, external roles, and procurement/supplier interactions.

### **25/48 Report from Risk and Audit Committee**

The Board received and considered an update on organisational risks and received the unconfirmed minutes of the 38th meeting of the Risk and Audit Committee held on 4 November 2025 (BD/92/03).

The Board **NOTED** that the Committee had reviewed the Risk Appetite Statement and agreed that it remained an accurate reflection of the OIA's current risk position.

The Chief Executive highlighted key external developments affecting the risk landscape, including:

- ongoing financial instability within the sector;
- changes to Ofsted inspection frameworks impacting degree apprenticeships;
- continuing uncertainty relating to post-16 reforms, the Lifelong Learning Entitlement and skills funding mechanisms; and
- increased expressions of student dissatisfaction, particularly in relation to employability outcomes.

The Board welcomed the papers provided and the Committee's work and was satisfied that organisational risks were being managed appropriately.

### **25/49 Report from People and Remuneration Committee**

The Board received an update from the People and Remuneration Committee and received the unconfirmed minutes of the Committee meeting held on 26 November 2025 (BD/92/04).

### **25/50 Quarter 4 report from the Independent Adjudicator and the Chief Executive**

The Board received the quarterly report from the Chief Executive, and the Independent Adjudicator, (BD/92/05) and discussed performance, external context, and forward priorities.

The Independent Adjudicator, and the Chief Executive, reported continued strong casework performance, with receipts close to projections and up 17% year-to-date, and 93% of cases closed within six months of receipt (most within three months).

The Board discussed the importance of maintaining this performance while progressing the programme of work on earlier resolution and learning from complaints, noting that this forms a core strand of the next phase of strategic development.

The Board also discussed the ongoing review of the Scheme, including the expansion of remit in Wales and implications arising from the Digital Markets, Competition and Consumers Act 2024. The Board discussed work to bring Ofqual-regulated awarding bodies into the Scheme, noting that voluntary participation had not succeeded and that focus had shifted to securing mandatory inclusion, with signs of support from the Office for Students.

The Board considered implications arising from the Rise Associates review supporting the development of a more accessible and inclusive casework service. The Board discussed the importance of reinforcing the independence and impartiality of decision-making as the Scheme and supporting processes evolve, and the need for clear differentiation between these concepts in training, communications, and the revised Scheme narrative.

The Board discussed considerations of the time limit for bringing a complaint under the Scheme (reduced from twelve months to six months), noting the relationship between

timeliness, fairness and student expectations, particularly in the context of shorter courses and rising tuition fees. The Board commended the Operating Report and noted the strength of delivery.

#### **25/51 Quarter 4 financial performance**

The Board received and considered the financial overview to November 2025 (BD/92/06).

The Chief Executive reported that financial performance remained strong.

#### **25/52 Non-qualifying institution application: Royal Academy Schools**

The Board received and considered the proposal for Royal Academy Schools to join the OIA Scheme (BD/92/07).

The Board noted the due diligence undertaken and the alignment with the OIA's aim to widen access to independent redress. The Board reflected that the willingness of the RAS to enter into the Scheme voluntarily was to be commended.

The Board **APPROVED** Royal Academy Schools as a member of the OIA Scheme.

#### **25/53 Performance framework**

The Board received and considered the performance framework paper (BD/92/08), setting out existing indicators and proposals for development during 2026.

The Board discussed the proposal to develop a fuller performance framework structured across four quadrants and welcomed the intention to build a more thorough and reliable set of measures.

The Board noted low student feedback response rates and discussed ways to improve engagement, including working more closely with students and students' unions, and exploring updated technology and communications methods such as app-based solutions.

#### **25/54 Operating Plan for 2026**

The Board received and considered the draft Operating Plan for 2026 and the accompanying framing paper (BD/92/09).

The Board welcomed the plan and discussed the delivery.

The Board requested a more succinct version with a presentation of priorities and delivery focus to support accessibility and external publication.

### **25/55 Governance report**

The Board received the quarterly governance report (BD/92/10) and **NOTED** key filings and compliance activity completed during the period.

The Board **NOTED** the publication of the revised Charity Governance Code during 2025 and discussed the intention to bring proposals during 2026 to support alignment and implementation.

The Board **NOTED** an increase in service complaints to 59 year-to-date compared with 45 at the same point in 2024, in the context of higher case volumes.

Members were thanked for updates already provided to the Register of Interests and biographies and were asked to submit any further updates by the end of the month.

### **25/56 Annual governance effectiveness exercise**

The Board participated in a facilitated workshop to review Board effectiveness and discussed the approach to the 2025–26 Board Effectiveness Review.

The Board **NOTED** the proposed methodology (self-assessment questionnaire, qualitative review of Board papers and minutes, and a light-touch corpus linguistics review), with findings to be brought for substantive discussion and decision at the March 2026 Board meeting.

### **25/57 Any other business**

The Chair noted that this was the last Board meeting for Adesewa Adebisi and Sophie Williams. On behalf of the Board, the Chair and Chief Executive thanked both members for their valuable contribution over many years.

There was no further other business.

### **25/58 Dates of future meetings**

- Thursday 26 March 2026, 10.30am (in-person), followed by AGM in the afternoon
- Away Day: Wednesday 6 May 2026 from 4.00pm to Thursday 7 May 2026 to 2.00pm
- Wednesday 24 June 2026, 10.30am (virtual)
- Thursday 24 September 2026, 10.30am (virtual)
- Wednesday 9 December 2026, 10.30am (in-person)